

*United States v. The Walt Disney Company et al.*, 18 Civ. 5800 (CM)

## Exhibit 2

**From:** [ATR-LitIII-Information](#)  
**To:** [ATR-LT3-Section-Inbox](#)  
**Subject:** FW:  
**Date:** Thursday, August 16, 2018 11:02:06 AM

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**From:** Sukhbir Sadana  
**Sent:** Thursday, August 16, 2018 11:01:24 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** Delrahim, Makan (ATR); ATR-LitIII-Information; [REDACTED]

**Subject:** [REDACTED]

Sukhbir Sadana,  
Bangalore,  
India.  
Cell: [REDACTED]

Mr. Makan Delrahim,  
Head-anti-trust dept.  
Dept. of Justice  
Washington DC.

Dear Mr. Delrahim,

The anti-trust department has green-lighted the Fox-Films and Disney merger for **\$ 71 billion** in just **6 months time** (**one year before** the scheduled time in **2019**.)

In comparison, AT & T and Time Warner merger was in **"consideration"** for **18 months** by the DOJ before the deal went through a few weeks back.

This is highly unusual.

There is also high probability that there was a **"bid-rigging"** method used for the merger by Disney to jack-up the price of the merger.

In this kind of fraud, two CEOs of competing companies and the CEO of the

target company join hands in pushing up the merger price of the company artificially by bidding higher than their rival.

The spoils are later divided through seemingly “legitimate” transactions or money-laundering methods between the two / three CEOs and nobody is the wiser.

Just see how this happened :

Bob Iger bids **\$ 52 billion** for Fox in December 2017 ( with a reverse break-up fee clause of \$ 2.5 billion which Disney would have to pay to Fox if it broke the deal.)

Then Comcast “bids” **\$ 65 billion** for Fox ( with no intention of buying because there is no reverse break-up fee clause.)

Then Bob Iger bids **\$ 71 billion** in June 2018 and the Disney board **“agrees”**.

There is an additional debt of **\$ 14 billion** on Fox which takes the merger price to **\$ 85 billion**.

Even if Disney doesn't pay a single cent as dividend to its share-holders for the next **10 years** it will be very difficult for Disney to break even.

The share-holders meeting on June 27, 2018 in the New York Hilton lasted only 9 minutes when the head-of-legal of Disney Mr. Alan Braverman said - **“99% of share-holders have voted by proxy and have approved the merger.”**

This was a ridiculous lie because in any kind of voting there are at least 20% people who have differing views.

Mr. Braverman refused to divulge names of share-holders who have voted **“for”** this merger which is a dead give-away of this rigged share-holders meeting.

Why was nobody from the anti-trust department there in this meeting to verify his claims ?!

Disney has also refused to reveal the names of Banks who have lent **\$ 14 billion** to Fox and so there is a strong possibility that this money too will be swindled.

We are all wondering why you didn't point out these discrepancies to the Federal judge who has to approve this merger.

Nowhere on the DOJ's website is the name of the judge/court where this case is being heard.

Please do discuss the case with this hon'ble Attorney General of the DOJ - Mr.Jeff Sessions.

There are still 10 days left in this court for objections by the public.

I would appreciate it if you could reply to my email and give me the name of the relevant judge and court where I could file my objection.

regards,  
Sukhbir

CC: Mr.Jeff Sessions ( Attorney General-DOJ ), Mr.Rod Rosenstein (Deputy-AG)